

FROM

F02000003168

(TUE 11/18/03 15:40 ST. 1040 N 488 33222 P)

Florida Department of State
Division of Corporations
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03 NOV 18 PM 2:49

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 NOV 18 PM 4:57

FILED

BASIC AMENDMENT

MACKNIGHT SMOKED FOODS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

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FROM

(TUE) 11. 18' 03 15:41/ST. 15:40/NO. 4863333529 P 2



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 17, 2003

MACKNIGHT SMOKED FOODS, INC.
C/O PCP INVESTORS, INC.
601 NORTH ASHLEY DRIVE, 5TH FLOOR
TAMPA, FL 33602

SUBJECT: MACKNIGHT SMOKED FOODS, INC.
REF: F02000003168

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000318516
Letter Number: 103A00062252

FROM

(TUE) 11.18' 03 15:41/ST. 15:40/NO. 4863333529 P 3

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000003168
(Document number of corporation (if known))

1. Mac Knight Smoked Foods, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. 6/21/2002
(Date authorized to do business in Florida)

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03 NOV 18 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 26, 2003
5. The Cambridge Food Group, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)

Brett Milligan
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Brett Milligan
(Typed or printed name of person signing)

11/14/2003
(Date)
President
(Title of person signing)

FROM

(TUE) 11.18'03 15:41/ST. 15:40/NO. 4863333529 P 4

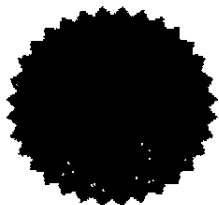
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MACKNIGHT SMOKED FOODS, INC.", CHANGING ITS NAME FROM "MACKNIGHT SMOKED FOODS, INC." TO "THE CAMBRIDGE FOOD GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2003, AT 4:56 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3535920 8100

AUTHENTICATION: 2601921

030555119

DATE: 08-26-03

FROM

(TUE) 11.18' 03 15:41/ST. 15:40/NO. 4863333529 P 5

FROM CORPORATION TRUST WILM TEAM #2

(TUE) 8.26' 03 16:00/ST. 15:59/NO. 4863796086 P 2
(TUE) 8.26' 03 14:40/ST. 14:39/NO. 4863333663 P 2

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

MACKNIGHT SMOKED FOODS, INC.

a Delaware corporation

*State of Delaware
Secretary of State
Division of Corporations
Delivered 05:00 PM 08/26/2003
FILED 04:58 PM 08/26/2003
SRV 030553119 - 3535920 FILE*

MACKNIGHT SMOKED FOODS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its directors, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of MacKnight Smoked Foods, Inc. be amended by changing the First Article thereof so that, as amended, said Articles shall be and read as follows:

"ARTICLE I

The name of the corporation is The Cambridge Food Group, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing with the State of Delaware.

FROM

(TUE) 11.18' 03 15:41/ST. 15:40/NO. 4863333529 P 6

FROM CORPORATION TRUST WILM TEAM #2

(TUE) 8.26' 03 16:00/ST. 15:59/NO. 4863796086 P 3
(TUE) 8.26' 03 14:40/ST. 14:59/NO. 4863333003 P 3

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the
Certificate of Incorporation this 25th day of August, 2003.



Name: R. A. M. M. M.

Title: President